

Exhibit 2

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
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**DECLARATION OF ALBERT A. KOCH IN SUPPORT
OF MOTORS LIQUIDATION COMPANY DIP LENDERS TRUST'S
RESPONSE IN OPPOSITION TO MOTION OF THE REVITALIZING
AUTO COMMUNITIES ENVIRONMENTAL RESPONSE
TRUST FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 105 AND 1142 TO
ENFORCE THE DEBTORS' PAYMENT OBLIGATIONS UNDER THE SECOND
AMENDED JOINT CHAPTER 11 PLAN AND THE CONFIRMATION ORDER**

Albert A. Koch, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I have personal knowledge of all items asserted in this declaration. I am currently a Vice Chairman and Managing Director of Alix Partners LLP. From July 10, 2009 through December 15, 2011, I was President and Chief Executive Officer of Motors Liquidation Company ("MLC"). In this role, I oversaw the wind-down of assets and liabilities of MLC. I had reporting to me a number of executives who had responsibility

for MLC's various operations. I also participated in a significant way in overseeing the negotiations that led to establishment of the environmental response trust, now known as the Revitalizing Auto Communities Environmental Response Trust ("**RACER**") as well as in assisting with the introduction of Elliott P. Laws ("**Laws**") and Michael O. Hill ("**Hill**") to the operations they would be receiving after the MLC plan of liquidation went effective. Laws and Hill manage the Environmental Response Trust Administrative Trustee (the "**Trustee**"), which manages RACER's operations.

2. In July and August 2010, MLC presented the RACER investment plan to Treasury and explained how MLC planned to construct and invest in a portfolio of securities that primarily would consist of a series of Treasury Inflation-Protected Securities ("**TIPS**")¹ with laddered maturity dates matched to the anticipated timing of the RACER's remedial and administrative expenditures. There were a number of exchanges with the United States Department of the Treasury ("**Treasury**") during this period in which the details of the concept were discussed as well as why MLC believed this investment strategy would significantly benefit the Trustee ultimately selected to run the trust.

3. During the course of these July and August 2010 meetings, some of which were structured as question and answer sessions and at least one of which included representatives of the United States Department of Justice and the United States Environmental Protection Agency, I discussed the question of TIPS and the proposed MLC investment strategy. I also explained what the TIPS are, how they worked and how

¹ For ease of reference, I refer to all securities that MLC transferred to RACER cumulatively as TIPS.

MLC planned to use laddered TIPS to fund RACER so as to match the maturity of the TIPS with the expected environmental and administrative spending. Further, I explained in detail how the TIPS effectively would defease the risk of inflation and would assure that adequate monies would be available to fund those environmental liabilities to be remediated in the future at their then current cost, because the TIPS would be similarly adjusted to increase for the effects of inflation.

4. In August 2010, Treasury concurred with MLC's decision to use TIPS to fund RACER's remedial, monitoring and administrative activities. After receiving Treasury's approval, I and/or some of my MLC colleagues made similar presentations to the United States Trustee for the Southern District of New York and advisors to the Official Committee of Unsecured Creditors in August 2010, and both concurred with MLC's decision to use TIPS to fund RACER.

5. Prior to funding and transferring assets to RACER, MLC spent extensive time educating the managers of the Trustee, Laws and Hill, so that they would understand the scope of environmental liabilities and the plans for remediation that they would be assuming from MLC and the TIPS investment strategy to manage cash flow.

6. On November 4, 2010, I, along with MLC executive vice president Ted Stenger and other MLC employees, met with Hill and Laws in Detroit, Michigan. One of the subjects of this meeting was MLC's TIPS investment strategy and MLC's plan to fund RACER using TIPS. Attached hereto as Exhibit A is a true and correct copy of a November 1, 2010 email attaching the agenda for the November 4, 2010 meeting and a true and correct excerpt from that agenda. Attached hereto as Exhibit B is a true and

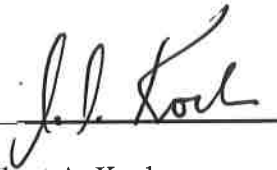
correct excerpt of a presentation that, upon information and belief, MLC used to discuss the TIPS investment strategy with Laws and Hill at the November 4, 2010 meeting.

7. Attached hereto as Exhibit C is a true and correct copy of a November 8, 2011 letter from me to David Berz, a partner at Weil, Gotshal and Manges LLP, entitled "M. Hill Email re Funding of RACER at Closing." This letter was provided to RACER.

8. Attached hereto as Exhibit D is a true and correct copy of a November 17, 2011 letter from David Berz to Hill regarding "RACER Trust Funding."

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 5, 2012 in Southfield, Michigan.


Albert A. Koch